



## BYLAWS OF EARTHJUSTICE

November 13, 2015

### ARTICLE I

#### Principal Office

The principal office for the transaction of the Corporation's business shall be located as determined by the Board of Trustees (hereinafter the "Board").

### ARTICLE II

#### Statement of Purpose

Without limiting the purposes described in the Corporation's Articles of Incorporation, the Corporation is the premier nonprofit public interest environmental law organization. We wield the power of law and the strength of partnership to protect people's health, to preserve magnificent places and wildlife, to advance clean energy, and to combat climate change. We are here because the earth needs a good lawyer.

### ARTICLE III

#### Membership

The Corporation shall have no members within the meaning of the California Nonprofit Corporation Law. Any action which, under any applicable law, is required to be approved by the members of a Corporation shall be validly taken if approved by the Board.

### ARTICLE IV

#### Board of Trustees

Section 4.1. Number of Trustees. The Board shall consist of not less than fifteen (15) nor more than forty (40) Trustees. The number of authorized Trustees shall be the number of Trustees in office, within those limits. No reduction of the authorized number of Trustees shall in and of itself have the effect of removing any Trustee from office before that Trustee's term of office expires.

Section 4.2. Quorum. A quorum shall consist of one-third (1/3) of the number of Trustees then in office, but in any event not fewer than five (5) Trustees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum.

Section 4.3. Powers of Board. Subject to the provisions of any applicable law and the Corporation's Articles of Incorporation, the activities and affairs of the Corporation shall be conducted, and all corporate powers exercised, by or under the direction of the Board. The Board may delegate the management of the Corporation's activities to any person or persons, or committee however composed, provided that the activities and affairs of the Corporation remain managed, and all corporate powers exercised, under the ultimate direction of the Board. The Board shall determine the mission and goals of the Corporation, and shall evaluate the Corporation's implementation of such mission and goals.

Section 4.4. Qualification, Election and Term of Office.

(a) Trustees shall be representative of the public interest, and the Board shall not be controlled by employees or persons who litigate on behalf of the Corporation, nor by directors, officers or employees of any organization that is not itself an organization qualified under Section 501(c)(3) of the Internal Revenue Code.

(b) At all times, at least forty (40) percent of the members of the Board shall be persons who are graduates of an accredited law school, or who have been admitted to the bar in at least one state of the United States or the District of Columbia, and who have never been disbarred from the practice of law (hereinafter "the lawyer members of the Board").

(c) Each Trustee shall be elected by the Board at its annual or other regularly noticed meeting. The term of office of each Trustee elected shall be until the adjournment of the fourth annual meeting of the Board subsequent to his or her election; provided, however, that for Trustees elected at an annual meeting, the

adjournment of the meeting at which the Trustee is elected shall count in determining the length of his or her term.

(d) A Trustee may request a leave of absence for personal or other reasons, which may be granted by the Chair for a specific period of time. The leave period shall not be so long that the affected Trustee is on leave for more than three (3) consecutive regular or annual Board meetings, nor shall any Trustee be eligible for more than one (1) leave of absence during any single term. Upon the expiration of that period, the leave will automatically expire.

(i) During the leave of absence, all rights, powers and obligations of the affected Trustee as a member of the Board shall be suspended, and the affected Trustee will not be counted for purposes of a quorum. The affected Trustee shall not be deemed a member of any Board committee for any purpose, including the existence of a quorum, during the leave of absence.

(ii) The term of office of a Trustee whose service is interrupted by a leave of absence longer than two hundred forty (240) days shall be extended until the adjournment of the fifth annual meeting of the Board subsequent to his or her election, counted as provided in subsection (c) above.

(iii) A leave of absence shall have no effect on the eligibility of the affected Trustee to be re-elected to the Board for purposes of sub-section (e) below.

(e) Each Trustee is eligible for election to subsequent terms; provided, however, that each Trustee completing his or her third consecutive term is not eligible for re-election to the Board until the commencement of the first annual meeting following the end of his or her third consecutive term. Notwithstanding the foregoing provision:

(i) The current Board Chair shall be eligible for re-election in 2016 to an additional term on the Board of a duration sufficient to complete his present term as Chair; and

(ii) If the Chair would otherwise become ineligible for re-election to the Board at the end of his or her term as Chair, he or she shall be eligible for re-election to an additional term on the Board of one (1) year.

Section 4.5. Annual and Regular Meetings. The Board shall hold an annual meeting each year for the purposes of election of Trustees, election of officers and the transaction of other business, and at least two other meetings each year at intervals of approximately four (4) months. The time and place of such meetings shall be determined by the Board.

Section 4.6. Special Meetings. Special meetings may also be called by the Chair, the Vice-Chair or any five (5) Trustees and noticed in accordance with Section 4.8(a) of this Article.

Section 4.7. Telephone and Electronic Meetings. Trustees may participate in any meeting of the Board, and the Board may meet, through use of conference telephone, videoconference systems, the internet or similar communications equipment, so long as all Trustees participating in such meeting can communicate with one another concurrently and are afforded the means to take any action that could be taken by Trustees physically present. A Trustee participating in a meeting pursuant to this Section shall be deemed to be present for purposes of a quorum and taking part in all matters before the Board.

Section 4.8. Notice of Meetings.

(a) Written notice of the time and place of the annual and regular meetings of the Board shall be delivered to each Trustee not less than ten (10) days prior to the date of the meeting. Notice of the time and place of special meetings of the Board shall be delivered to each Trustee not less than forty-eight (48) hours before the time of the meeting.

(b) Notice of a meeting shall not be required if no Trustee who attends the meeting protests the lack of notice, either prior to or at the commencement of the meeting, and if each Trustee not present, either before or after the meeting, signs a written waiver of notice or consent to hold the meeting or an approval of the minutes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

Section 4.9. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, written notice of any adjournment to another time or place shall be delivered prior to the time of the adjourned meeting to each of the Trustees who were not present at the time of the adjournment.

Section 4.10. Action Without a Meeting. Action may be taken by the Board without a meeting if each member of the Board consents in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Trustees.

Section 4.11. Removal. A Trustee may be removed from office, with or without cause, by the vote of a majority of the Trustees then in office.

Section 4.12. Compensation. Trustees shall receive no compensation for their service as Trustees, but may, at the discretion of the Board, be reimbursed for expenses incurred as Trustees.

Section 4.13. Inspection. Every Trustee shall have the right at any reasonable time to inspect and copy all books, records, and documents of the Corporation that are not subject to privilege, and to inspect the physical properties of the Corporation.

Section 4.14. Resignation. A Trustee may resign by delivering written notice to the Board Chair. Unless otherwise specified in the notice, the resignation is effective upon delivery.

## ARTICLE V

### Officers

Section 5.1. Officers. The officers of this Corporation shall be the Chair of the Board, the Vice-Chair At-Large, Secretary, Treasurer, and the President and such other officers or assistant officers as the Board may appoint. One person may hold two (2) or more offices except the offices of: Chair and Secretary; Chair and Treasurer; and President and Treasurer. Officers other than the Chair and Vice-Chair At-Large need not be members of the Board.

Section 5.2. Election. The Board shall elect the officers of the Corporation at the annual meeting each year, as provided below, to serve until the adjournment of the next annual meeting. All officers shall serve at the pleasure of the Board. The Chair may be re-elected to additional consecutive terms, up to a maximum total of five (5) consecutive terms. Other officers may be re-elected to additional consecutive terms. Each officer other than the President shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the officer has been removed from office.



Section 5.3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board. Any officer so elected other than the President shall serve for the unexpired term of his or her predecessor as provided in Section 5.2.

Section 5.4. Chair. The Chair shall be Chair of the Board and an ex-officio member of all Board committees. The Chair shall also be executive officer and general manager of the Corporation while the office of President is vacant and the Board has not authorized other leadership to serve as executive officer and general manager of the Corporation. The Chair may have such other powers and duties as the Board prescribes.

Section 5.5. Vice-Chair At-Large. The Vice-Chair At-Large shall perform all duties of the Chair in case of the absence or disability of the Chair. The Vice-Chair At-Large shall have such other powers and duties as may be prescribed by the Board.

Section 5.6. President. The President shall be an employee of, and chief executive officer and general manager of, the Corporation and, subject to the ultimate direction of the Board, shall have overall charge, supervision, direction and control of the business affairs and operations of the Corporation and of its employees. If the President ceases to be an employee of the Corporation, his or her service as an officer of the Corporation shall automatically terminate. The President shall have such other powers and duties as may be prescribed by the Board.

Section 5.7. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board, keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, make delivery of such notices as may be necessary or proper, supervise the keeping of the records of the Corporation and have such other powers and duties as may be prescribed by the Board.

Section 5.8. Treasurer. The Treasurer shall see to the receipt and safekeeping of all funds of the Corporation and their deposit in such banks or other proper depositories as may be designated by the Board. The funds so deposited shall be paid out only upon checks of the Corporation signed by the Chair, Vice-Chair At-Large, Treasurer or Secretary, or by such other officers or employees of the Corporation as the Board may designate by resolution. The Treasurer shall have such other powers and duties as may be prescribed by the Board.

Section 5.9. Compensation. Except for the President, the officers of the Corporation shall receive no compensation for their services as officers, but may, at the discretion of

the Board, be compensated for time expended in excess of the usual demands of the office and be reimbursed for expenses incurred in such capacities.

## ARTICLE VI

### Committees

Section 6.1. Executive Committee. Effective June 4, 2016, the Executive Committee shall consist of the Chair, the Vice-Chair At-Large, the Secretary, the Treasurer, and no more than three (3) additional Trustees. The Chair shall chair the Executive Committee. The Board may delegate to the Executive Committee such powers and duties as the Board may deem advisable, including, to the maximum extent permitted by law, the power to do and authorize all acts which the Board itself could do or authorize.

Section 6.2. Litigation Approval Committee. The Litigation Approval Committee shall consist of between three (3) and seven (7) Trustees, with the exact number to be set by the Board. Each member of the committee shall be a lawyer member of the Board. The Board may also appoint one (1) additional, alternate member of the committee to serve in the absence of any other member. Approval of the Committee shall be required for any substantial participation by the Corporation's attorneys in, or substantial expenditure of the Corporation's funds in connection with, representation in any judicial, quasi-judicial or administrative proceedings. The Litigation Approval Committee shall adopt such procedures for securing its approval of such matters as it may deem appropriate.

Section 6.3. Audit Committee. The Audit Committee shall consist of between three (3) and seven (7) members, with the exact number to be set by the Board. At least a majority of the Audit Committee members shall be Trustees. No employee of the Corporation may serve on the Audit Committee, nor shall the President or the Treasurer. The Chair of the Audit Committee may not be a member of the Board Finance Committee, if any; the members of any such Finance Committee may not comprise fifty (50) percent or more of the members of the Audit Committee. The Audit Committee shall have such powers and duties as may be required to fulfill the Corporation's financial reporting and accounting obligations under applicable law to the extent that those obligations are not fulfilled by the Board.

Section 6.4. Other Committees. The Board may by resolution adopted by a majority of the Trustees in office establish other committees and delegate to each such committee the powers and duties the Board deems advisable subject to Section 6.7 of this Article.

Section 6.5. Quorum and Manner of Acting.

(a) A quorum for the transaction of business of a committee shall consist of at least one-half (1/2) of the appointed number of members, and the act of a majority of said quorum shall be the act of the committee. Minutes shall be kept of each meeting of the Executive Committee.

(b) Except as the Board may otherwise prescribe, meetings of committees may be called by the committee chair, or any two (2) members of the committee, upon notice to all members of the committee, given in accordance with Section 4.8(a) regarding special meetings of the Board. Notices of meetings of committees shall not be required if all members of the committee sign a waiver of notice, consent to the meeting or approval of the minutes, or fail to protest the lack of notice, in the manner provided with respect to the Board in Section 4.8(b).

(c) Committee members may participate in a meeting of the committee as provided by Section 4.7, and a member so participating in a meeting shall be deemed to be present for purposes of a quorum and taking part in all matters before the committee.

(d) To the maximum extent permitted by law, any committee may act without a meeting by the written consent of a majority of the appointed members of the committee.

Section 6.6. Election and Term of Service. Members and chairs of Board committees, other than the officers of the Corporation referred to in Section 6.1 above, shall be elected by the Board at the annual meeting each year, to serve until the end of the next annual meeting, and shall hold office at the pleasure of the Board. Trustees may resign from Board committees by written notice delivered to the Chair. The Board may fill vacancies among committee members and chairs or elect new committee members, where permitted by this Article, at any time.

Section 6.7. Authority. Any committee shall have the authority provided by these Bylaws and such other authority as delegated by resolution of the Board, subject to the following exceptions:

(a) Electing Trustees to the Board or electing Trustees to any committee which has the authority of the Board.

(b) Amending or repealing these Bylaws, or adopting new Bylaws.



(c) Amending or repealing the Articles of Incorporation of the Corporation, or adopting new Articles of Incorporation.

(d) Amending or repealing any resolution of the Board which by its express terms may not be amended or repealed by a committee.

(e) Appointing committees of the Board or electing the members thereof.

(f) Approving any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

## ARTICLE VII

### Indemnification

Section 7.1. Scope of Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify any person who: (i) is or was a Trustee, officer or employee of the Corporation; or (ii) is or was serving at the request of the Corporation as a Trustee, officer or employee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, and who by reason thereof was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding (whether civil, criminal, administrative or investigative); or (iii) is a person described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying such positions against all expenses, including but not limited to court costs and attorneys' fees, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with such any "proceeding" as defined by Section 5238(a) and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in Section 5238(a).

### Section 7.2. Procedure.

(a) On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine whether the applicable standard of conduct provided in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

(b) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to indemnification by the Corporation for those expenses.

Section 7.3. Insurance.

(a) To the fullest extent permitted by law, the Corporation may purchase and maintain insurance on behalf of Trustees, officers, employees and other agents against any liability asserted against such persons arising from their status as a Trustee, officer, employee or agent.

(b) The indemnity provided herein shall be in excess of all valid and collectible insurance or indemnity policies.

ARTICLE VIII

Miscellaneous

Section 8.1. Electronic Transmissions.

(a) Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt, the terms "written" and "in writing" as used in these Bylaws with respect to any writing shall include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or electronic mail, provided:

(i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication and has in effect reasonable measures to verify that the address to which the transmission is sent is the address of the intended recipient and when the transmission was sent to that address; and

(ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and

(iii) the transmission creates a record that can be retained, retrieved, reviewed, and the message rendered into clearly-legible, tangible form.

(b) Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt, the terms “deliver” or “delivered” as used in these Bylaws with respect to any writing shall mean, in the case of electronic transmissions, send or sent, respectively, to the recipient’s verified number or address for receipt of electronic transmissions.

Section 8.2. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Nonprofit Public Benefit Corporation Law of the State of California as then in effect shall apply. All references in these Bylaws to statutes, codes, regulations and laws shall include any future statutes, regulations and laws that replace or amend those referenced.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and end on June 30.

## ARTICLE IX

### Amendment

Section 9.1. Bylaws. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Trustees present at any meeting of the Board duly held at which a quorum is present. Notice of the proposed changes shall be sent to trustees in the materials for the meeting.

Section 9.2. Articles of Incorporation. The Articles of Incorporation of this Corporation may be amended only by the vote of a majority, or the unanimous written consent, of the Trustees then in office.

A0615286

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JUN 24 2004

**KEVIN SHELLEY**  
Secretary of State

The undersigned certify that:

1. They are the **president** and **secretary**, respectively, of Earthjustice, a California corporation.
2. Article IV of the articles of incorporation of this corporation is amended to read as follows:  
  
"The city and county in this State where the principal office for the transaction of business of this corporation is to be located is the City of Oakland, County of Alameda."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

*June*  
DATE: ~~July~~ 5, 2004

  
Vawter Parker, President

  
Louise Gund, Secretary

A0585868

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

JUL 15 2002

GILL JONES, Secretary of State

The undersigned certify that:

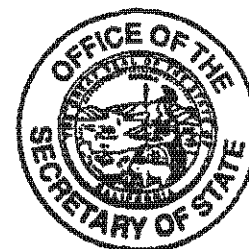
1. They are the **president** and **secretary**, respectively, of Earthjustice Legal Defense Fund, a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:  
  
"The name of this corporation is EARTHJUSTICE."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

DATE: July 11, 2002

  
Vawter Parker, President

  
Louise Gund, Secretary





0593940

A494268

FILED

In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

JUL 02 1997


Bill Jones  
BILL JONES, Secretary of State


Vawter Parker and Barbara B. Haas certify that:

1. They are the President and Secretary, respectively, of Sierra Club Legal Defense Fund, Inc., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:  
  
"The name of this corporation is EARTHJUSTICE LEGAL DEFENSE FUND."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The corporation has no members.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true of our own knowledge.

Date: June 26, 1997

  
Vawter Parker, President

  
Barbara B. Haas, Secretary

9990100519-663792.1

A385409

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

MAR 19 1990

MARSH FONGEU, Secretary of State

Fredric P. Sutherland and Linda A. Moody certify that:

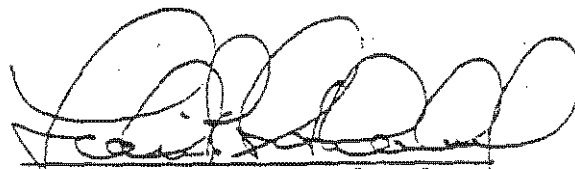
1. They are the president and the secretary, respectively, of Sierra Club Legal Defense Fund, Inc., a California Corporation.
2. Paragraph (a) of Article II of the articles of incorporation of this corporation is amended to read as follows:

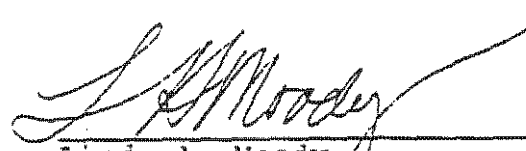
The specific and primary purpose is to form an environmental law office and legal program to use existing legal remedies to protect the natural environment of the United States and the rest of the world; and to develop a realistic and enforceable body of environmental law through the enforcement of existing statutes, regulations and common law principles, all of those purposes to be limited to charitable, scientific, literary and educational purposes.

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 13, 1990

  
Fredric P. Sutherland  
President

  
Linda A. Moody  
Secretary

553940

A289619

FILED  
OCT 23 1984  
FBI - NEW YORK

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF SIERRA CLUB LEGAL DEFENSE FUND, INC.

H. DONALD HARRIS, JR. and MICHAEL TRAYNOR certify  
that:

1. They are President and Treasurer respectively  
of Sierra Club Legal Defense Fund, Inc., a California non-  
profit public benefit corporation.

2. The Articles of Incorporation of this  
corporation are amended as follows:

a. So much of Article V as presently reads:

"The number of trustees may be fixed or  
changed from time to time by amendment of the  
Articles of Incorporation of this corporation, or  
by amendment of the Bylaws of this corporation  
adopted by the vote or written assent of the  
members of the corporation entitled to exercise a  
majority of the voting power, or the vote of a  
majority of a quorum at a meeting of members  
called pursuant to the Bylaws."

is amended to read as follows:

"The number of trustees may be fixed or  
changed from time to time by resolution of the  
trustees of this corporation adopted in the manner  
provided in the By Laws."

Article VI is stricken in its entirety.

Article VII is renumbered Article VI.

Article VIII is stricken in its entirety.

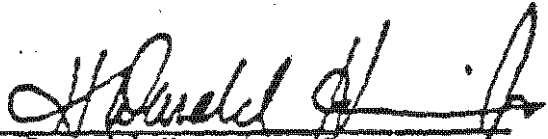

3. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Trustees of said corporation.

4. The foregoing amendments do not require approval by the members of said corporation because the Board of Trustees are the only members.

Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge, and that this declaration is executed by him on the date and at the place set forth opposite his signature below.

San Francisco, CA  
October 2, 1984

San Francisco, CA  
October 4, 1984

  
H. Donald Harris, Jr.  
President  
  
Michael Traynor  
Treasurer

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

SEP 26 1978

MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

H. DONALD HARRIS, JR., and OWEN OLPIN certify:

1. That they are the president and the secretary, respectively, of SIERRA CLUB LEGAL DEFENSE FUND, INC., a California Corporation.

2. That at a meeting of the board of trustees of said corporation, duly held at San Francisco, California, on July 22, 1978, the following resolutions were adopted:

RESOLVED: That Paragraph (h) of Article II of the Articles of Incorporation be amended to read as follows:

This corporation is created and shall be operated exclusively for charitable purposes, within the United States or any of its possessions. No part of the corporate assets shall inure to the benefit of any private shareholder or individual, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. This corporation shall not carry on propaganda, or otherwise attempt, to influence legislation to an extent which would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or Section 23701d of the California Revenue & Taxation Code or corresponding provisions of any subsequent State of California tax laws. Notwithstanding any other provision of these Articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation. Furthermore, notwithstanding any other provision of these Articles:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject



to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(4) The corporation shall not make any investments in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; and

(5) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

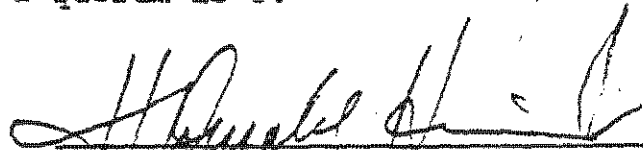
RESOLVED FURTHER: That Article VII of the Articles of Incorporation be amended to read as follows:

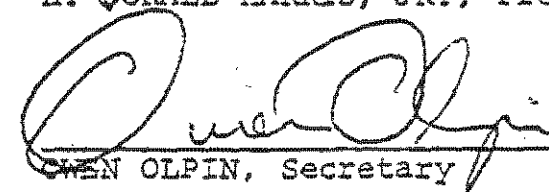
This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes, ~~and~~ <sup>and</sup> no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and that has established its tax-exempt status under Section 501(c)(3) of the

Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, and Section 23701d of the California Revenue & Taxation Code, or corresponding provisions of any subsequent State of California tax laws. If this corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the Superior Court of the county in which the corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

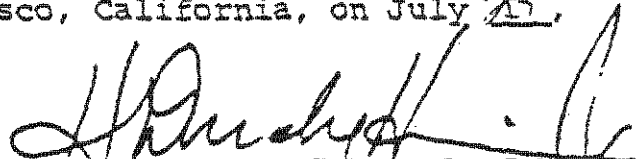
3. That the members have adopted said amendment by resolution at a meeting held at San Francisco, California, on July 22, 1978. That the wording of the amended articles, as set forth in the members' resolution, is the same as set forth in the directors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 8, and that the number of members constituting a quorum is 3.


  
H. DONALD HARRIS, JR., President

  
OWEN OLPIN, Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Francisco, California, on July 27, 1978.

  
H. DONALD HARRIS, JR., President

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Los Angeles, California, on ~~July~~ August 25, 1978.

  
OWEN OLPIN, Secretary

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

AUG 15 1977

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS  
Deputy

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

H. DONALD HARRIS, JR. and OWEN OLPIN certify:

1. That they are the president and the secretary, respectively, of SIERRA CLUB LEGAL DEFENSE FUND, INC., a California corporation.

2. That at a meeting of the board of trustees of said corporation, duly held at San Francisco, California, on August 1, 1977, the following resolution was adopted:

RESOLVED: That Paragraph (h) of Article II of the Articles of Incorporation be amended to read as follows:

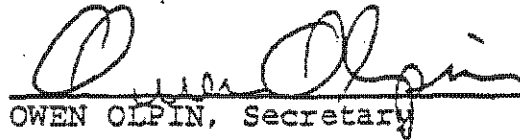
This corporation is created and shall be operated exclusively for charitable, scientific, literary or educational purposes, within the United States or any of its possessions. No part of the corporate assets shall inure to the benefit of any private shareholder or individual, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. This corporation shall not carry on propaganda, or otherwise attempt, to influence legislation to an extent which would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code or Section 23701d of the California Revenue & Taxation Code. Notwithstanding any other provision of these Articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

3. That the members have adopted said amendment by resolution at a meeting held at San Francisco, California, on August 1, 1977. That the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 8, and that the number of members constituting a quorum is 3.



H. DONALD HARRIS, JR., President



OWEN OLPIN, Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Francisco, California, on August 3, 1977.



H. DONALD HARRIS, JR., President

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Los Angeles, California, on August 5, 1977.



OWEN OLPIN, Secretary

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California  
APR 2 1970

ENDORSED  
FILED  
APR 9 1970

MARTIN MORGAN, CLERK  
F. MELANEPT  
Deputy Clerk

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
SIERRA CLUB LEGAL DEFENSE FUND, INC.

Secretary of State  
By C. OSCAR JOHNSON  
Deputy

6078

H. Donald Harris, Jr., R. Frederic Fisher, Richard  
E. Gutting, Jr., Harry B. Endsley III, Stephen C. Johnson,  
Anthony N. Cary and David Strain certify:

1. That they constitute at least two-thirds of the  
incorporators of Sierra Club Legal Defense Fund, Inc., a  
California corporation.

2. That they hereby adopt the following Amendment  
of the Articles of Incorporation of said corporation:

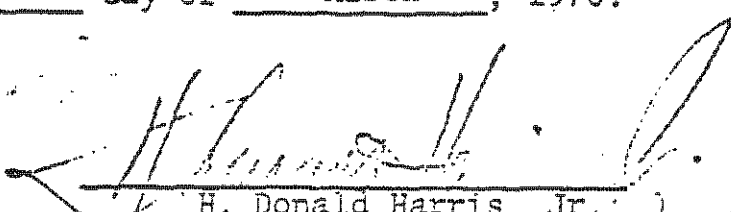
Article II, paragraph (h) is amended to read as  
follows:

"(h) This corporation is created and shall be  
operated exclusively for charitable, scientific,  
literary or educational purposes, within the  
United States or any of its possessions. No  
part of the corporate assets shall inure to the  
benefit of any private shareholder or individual,  
and no part of the activities of this corporation  
shall consist of carrying on propaganda, or other-  
wise attempting, to influence legislation, or  
participating in, or intervening in (including  
the publication or distribution of statements),  
any political campaign on behalf of any candi-  
date for public office. Notwithstanding any  
other provision of these Articles this corpora-  
tion shall not, except to an insubstantial  
degree, engage in any activities or exercise any  
powers that are not in furtherance of the specific  
and primary purposes of this corporation, and shall  
not engage in any act or omission which gives rise  
to tax under Internal Revenue Code Sections 4941-  
4945."




3. No members of this nonstock corporation other than the incorporators have been admitted.

DATED: This 31st day of March, 1970.

  
H. Donald Harris, Jr.

  
R. Frederic Fisher

  
Richard E. Gutting, Jr.

  
Harry B. Endsley III

  
Stephen C. Johnson

  
Anthony M. Cary

  
David Strain

593940

ENDORSED  
FILED  
In the Secretary of State  
MAR 13 1970

ARTICLES OF INCORPORATION

OF

FRANK M. HOLDEN, Secretary of State  
By ERL HOLDEN  
Deputy

SIERRA CLUB LEGAL DEFENSE FUND, INC.

ENDORSED  
**FILED**  
APR 9 1970  
MARTIN MORGAN, CLERK  
F. MELANEPHY  
Deputy Clerk

60784

I

The name of this corporation is SIERRA CLUB LEGAL  
DEFENSE FUND, INC.

II

The purposes for which this corporation is formed  
are:

(a) The specific and primary purpose is to form an  
environmental law office and nationwide legal program  
to use existing legal remedies to protect the natural  
environment of the United States; and to develop a  
realistic and enforceable body of environmental law  
through the enforcement of existing statutes, regulations  
and common law principles, all of these purposes to be  
limited to charitable, scientific, literary and educa-  
tional purposes.

(b) To solicit, collect, receive, acquire, hold and  
invest money and property, both real and personal, received

by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation, in furtherance of the specific and primary purposes set forth above.

(c) To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber shares, bonds, notes, debentures or other securities or evidences of indebtedness to any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

(d) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of, mortgage or otherwise hypothecate or encumber real and personal property, in furtherance of the specific and primary purposes set forth above.

(e) To borrow money, incur indebtedness and to secure the repayment of the same by mortgage, pledge, deed of trust or other hypothecation of property, both real and personal, in furtherance of the specific and primary purposes set forth above.

(f) To enter into, make, perform and carry out contracts for any lawful purpose with any person, firm, association or corporation, municipality, county, state, government or other municipal or governmental subdivision in furtherance of the specific and primary purposes set forth above.

(g) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

(h) This corporation is created and shall be operated exclusively for charitable, scientific, literary or educational purposes, within the United States or any of its possessions. No part of the corporate assets shall inure to the benefit of any private shareholder or individual, and no part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of

statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

### III

The corporation is organized under the General Non-profit Corporation Law of the State of California.

### IV

The county in this State where the principal office for the transaction of business of this corporation is to be located is the City and County of San Francisco.

### V

The names and addresses of the persons who are to act in the capacity of trustees until the election of their successors are:

<u>Name</u>	<u>Address</u>
H. Donald Harris, Jr.	311, California Street San Francisco, California



R. Frederic Fisher	311 California Street San Francisco, California
Richard E. Gutting, Jr.	311 California Street San Francisco, California
Harry B. Endsley III	311 California Street San Francisco, California
Stephen C. Johnson	311 California Street San Francisco, California
Anthony N. Cary	311 California Street San Francisco, California
David Strain	311 California Street San Francisco, California

The number of trustees may be fixed or changed from time to time by amendment of the Articles of Incorporation of this corporation, or by amendment of the Bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called pursuant to the Bylaws.

## VI

The authorized number and qualification of members of the corporation, the different classes of membership, if any, and the voting, and other rights and privileges of members shall be as set forth in the Bylaws; provided, however, that the members of this corporation shall have

no liability for dues or assessments.

## VII

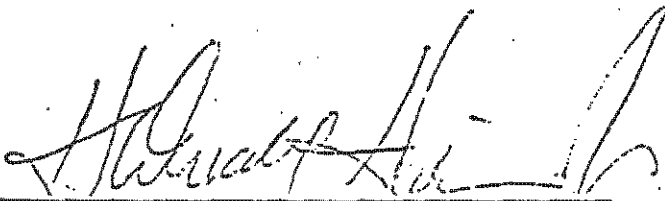
This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, scientific, literary and educational purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and Section 23701d of the California Revenue & Taxation Code.

If this corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the Superior Court of the county in which the corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

### VIII

Any action by the trustees may be taken without a meeting if all trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the trustees.

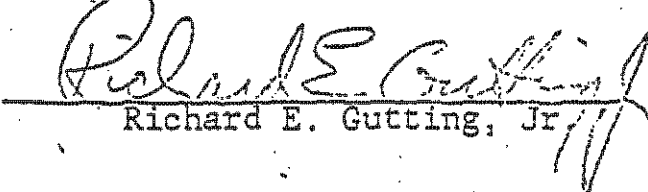
IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first trustees, have executed these Articles of Incorporation this 9th day of March, 1970.



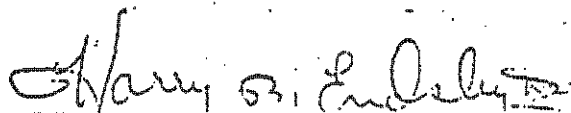
H. Donald Harris, Jr.



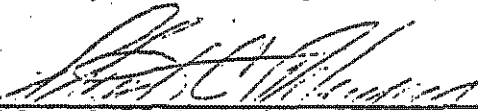
R. Frederic Fisher




Richard E. Gutting, Jr.



Harry B. Endsley III

  
Stephen C. Johnson

  
Anthony N. Cary

  
David Strain